

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

IN RE:

5171 CAMPBELLS LAND CO., INC.,

Debtor,

5171 CAMPBELLS LAND CO., INC.,

Movant,

vs.

Bankruptcy No. 19-22715-CMB

Chapter 11

Document No.

Related to Doc. No. 158

**ELMHURST PROPERTIES, INC.,
ASCENTUM CAPITAL, LLC, IEMFS,
Ltd. d/b/a GSG FINANCIAL, HITACHI
CAPITAL AMERICA CORP., TRI STATE
EQUIPMENT CO., INC., WESBANCO
BANK, INC., STORE CAPITAL
ACQUISITIONS, LLC, STORE
MASTER FUNDING XIII, LLC,
US FOODS, INC., VISION FINANCIAL
GROUP, INC., LED SOLUTIONS,
PENNSYLVANIA DEPARTMENT OF
REVENUE, THE NEW YORK
DEPARTMENT OF TAXATION AND
FINANCE, THE OHIO DEPARTMENT
OF TAXATION and THE INTERNAL
REVENUE SERVICE,**

Respondents.

**CERTIFICATION OF COUNSEL FOR ORDER OF COURT (A) APPROVING SALE OF
PERSONALTY FREE AND CLEAR OF ALL LIENS, CLAIMS AND
ENCUMBRANCES; AND (B) APPROVING ASSUMPTION AND ASSIGNMENT OF
DEBTOR'S LAND LEASE WITH ELMHURST PROPERTIES, INC.**

The undersigned counsel hereby certifies that an Order of Court (A) Approving Sale of Personalty Free and Clear of All Liens, Claims and Encumbrances; and (B) Approving Assumption and Assignment of Debtor's Land Lese with Elmhurst Properties, Inc., was agreed to by the Parties who filed Responses or Objections to the Proposed

sale with the exception of Marc Group, LLC, whose objection has been overruled and Reinhart Food Service, LLC, which expects to be able to consent prior to the hearing.

[X] An agreed order and a redline version showing the changes made to the order originally filed with the court as an attachment to the motion is attached to this Certificate of Counsel as **Exhibit A** and **Exhibit B** respectively. Exhibit A to the agreed Order (the Amended and Restated Asset Purchase Agreement dated September 4, 2019) is attached as **Exhibit C** hereto and a redline version of the Agreement is attached as **Exhibit D** hereto.

Respectfully Submitted,

Date: September 4, 2019

/s/ Robert O Lampl
ROBERT O LAMPL
PA I.D. #19809
JOHN P. LACHER
PA I.D. #62297
DAVID L. FUCHS
PA I.D. #205694
RYAN J. COONEY
PA I.D. #319213
SY O. LAMPL
PA I.D. #324741
Counsel for the Debtor
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DEPARTMENT OF TAXATION AND
FINANCE, THE OHIO DEPARTMENT
OF TAXATION and THE INTERNAL
REVENUE SERVICE,**

Respondents.

CERTIFICATE OF SERVICE

I, Robert O Lampl, hereby certify, that on the 4th day of September, 2019, a true and correct copy of the foregoing **CERTIFICATION OF COUNSEL FOR ORDER OF COURT (A) APPROVING SALE OF PERSONALTY FREE AND CLEAR OF ALL LIENS, CLAIMS AND ENCUMBRANCES; AND (B) APPROVING ASSUMPTION AND ASSIGNMENT OF DEBTOR'S LAND LEASE WITH ELMHURST PROPERTIES, INC.,** was served upon the following (*via electronic service*):

Norma Hildenbrand
Office of the U.S. Trustee
1001 Liberty Avenue, Suite 970
Pittsburgh, PA 15222

Date: September 4, 2019

/s/ Robert O Lampl
ROBERT O LAMPL
PA I.D. #19809
JOHN P. LACHER
PA I.D. #62297
DAVID L. FUCHS
PA I.D. #205694
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